

#30

NEW NUMBER

- A

ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
RICHARD N BAGENSTOS
JAMES C MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N W

WASHINGTON, D.C.

20006-2973

(202) 393-2266

16785

RECORDATION NO

FILED 1688

OF COUNSEL
URBAN A LESTER

ABLE ADDRESS
ALVORD

MAR 6 1990 - 1 40 PM

TELEX
440367 A AND A

INTERSTATE COMMERCE COMMISSION

TELEFAX
(202) 393-2156

March 6, 1990

RECORDATION NO FILED 1425

16785

0-065A077

Ms. Noretta R. McGee
Secretary
INTERSTATE COMMERCE COMMISSION
Washington, D.C. 20423

MAR 6 1990 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies each of 1) a Lease Intended for Security dated as of March 5, 1990 and 2) a Sublease dated as of March 5, 1990, primary and secondary documents, respectively, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed documents are:

Agent: First Interstate Bank, as Agent
345 California Street
San Francisco, California 94104

Lessors: The Institutions Listed on
Schedule I hereto

Lessee/
Sublessor: Southern Pacific Transportation Company
One Market Plaza
San Francisco, California 91005

Sublessee: St. Louis Southwestern Railway Co.
One Market Plaza
San Francisco, California 91005

A description of the railroad equipment covered by the foregoing Lease is set forth in Annex I and Annex II attached thereto; and the railroad equipment covered by the foregoing Sublease is set forth in Schedule A attached thereto.

Original sent - C.T. Kappler

Ms. Noreta R. McGee
Interstate Commerce Commission
March 6, 1990
Page 2

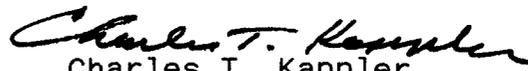
Also enclosed is a check in the amount of \$30 covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

A short summary of the enclosed document to appear in the Commission's index is:

Lease Intended for Security dated as of March 5, 1990 between Southern Pacific Transportation Company ("SPTC"), as Lessee, First Interstate Bank of California, as Agent, and the Institutions listed in Schedule I hereto, Lessors; and Sublease dated as of March 5, 1990 between SPTC, Sublessor, and St. Louis Southwestern Railway Co., Sublessee, covering railcars and locomotives.

Very truly yours,


Charles T. Kappler

Enclosures
CTK/bg

16785

RECORDATION NO. _____ FILED 1425

MAR 6 1990 -1 40 PM

INTERSTATE COMMERCE COMMISSION

SUBLEASE

SUBLEASE, dated as of March 5, 1990, between SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("Sublessor"), and ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, a Missouri corporation ("Sublessee").

RECITALS:

(A) Sublessor is Lessee under that certain Lease Intended for Security, dated as of March 5, 1990 (as from time to time thereafter amended or supplemented, "Master Lease") with First Interstate Bank Of California, as Agent, and the institutions listed on Schedule I to the Master Lease as initial Lessors.

(B) Sublessor desires to lease to Sublessee, and Sublessee desires to lease from Sublessor, the units described on Schedule A hereto, as from time to time hereafter amended ("Sublease Units").

Accordingly, the parties hereto agree as follows:

SECTION 1. LEASE. Sublessor leases to Sublessee and Sublessee leases from Sublessor the Sublease Units described on Schedule B hereto, as such description may from time to time be hereafter amended with the consent of Assignee (as hereinafter defined).

SECTION 2. TERM. The Term of this Sublease shall be concurrent with the term of the Master Lease and termination thereof shall constitute automatic termination hereof. If Sublessor terminates the Master Lease with respect to all or any of the Units as provided in subparagraph (a) of Paragraph F of the Schedule thereto, Sublessor shall sell to Sublessee and Sublessee shall purchase from Sublessor, the Sublease Units for the portion of the Termination Value attributable to the Sublease Units. Payment of the Termination Value for the Sublease Units shall be made by Sublessee concurrently upon Sublessor's payment to Agent of the Termination Value in accordance with the Master Lease. If a Substituted Unit is released from the Master Lease pursuant to subparagraph (d) of Paragraph F of the Schedule, Sublessor shall sell to Sublessee and Sublessee shall purchase from Sublessor, the Sublease Unit so released on the date of delivery to Sublessor from Agent of a bill of sale for the Substituted Unit for either a purchase price in cash equal to the Substituted Unit's then fair market value or in exchange for a Replacement Unit or Units meeting the requirements of

subparagraph (d). Upon payment of the Termination Value for the Sublease Units, Sublessor shall execute and deliver to Sublessee a quitclaim bill of sale (without representations or warranties) for the Sublease Units. Unless otherwise defined herein or the context hereof otherwise requires, terms which are defined or defined by reference in the Master Lease shall have the same meanings when used herein as such terms have therein, whether or not the Master Lease is then in effect.

SECTION 3. RENT. The rent and rental payment dates shall be as agreed from time to time by Sublessor and Sublessee; provided, however, that if Assignee is exercising its rights with respect to this Sublease or any Sublease Units, rent shall be payable quarterly on the Sublease Units on the last day of each quarter and shall be in an amount, with respect to each Sublease Unit, equal to that portion of the rental under the Master Lease attributable to such Sublease Unit.

SECTION 4. WARRANTIES. NEITHER SUBLESSOR NOR ANY ASSIGNEE MAKES ANY EXPRESS OR IMPLIED WARRANTY WHATSOEVER OF TITLE, MERCHANTABILITY, FITNESS FOR ANY PURPOSE OR OTHERWISE REGARDING ANY SUBLEASE UNIT OR ANY PART THEREOF.

SECTION 5. MASTER LEASE. This Sublease is in all respects subject and subordinate to the Master Lease. Without limiting the foregoing, if for any reason Assignee shall exercise rights or remedies thereunder, such exercise may include the termination hereof, notwithstanding, to the maximum extent permitted by law, any right in Sublessee hereunder: Sublessee shall in all respects comply with all of the terms and provisions of Section 4 of the Master Lease.

SECTION 6. ASSIGNMENT. Sublessee shall not assign any right or interest in this Sublease. Sublessor shall have the right at any time and from time to time to assign all or any part of its right, title and interest in and to this Sublease and grant a security interest in the Sublease Units to an assignee ("Assignee"), including to Agent pursuant to the Master Lease. Such assignment and grant shall (i) be superior to Sublessee's rights hereunder; (ii) not relieve Sublessor of any of its obligations hereunder; and (iii) not be construed to be an assumption by Assignee of any obligations of Sublessor hereunder. Upon written request of Assignee, Sublessee shall make all payments of rent directly to Sublessor, or to Assignee, at such address as Assignee shall specify. Sublessee shall, upon request, execute and deliver such instruments and take such other action as may reasonably be requested to protect Sublessor's or Assignee's interests. This Sublease shall not be amended, modified or waived without the consent of Assignee. Sublessee acknowledges that this Sublease has been assigned, and a security

interest in the Sublease Units has been granted, to Agent under the Master Lease.

SECTION 7. NOTICES. Notices shall be in writing and shall be deemed to be given three days after being sent, first class mail postage prepaid, and addressed to Sublessor, Sublessee and Assignee at their respective addresses set forth on Schedule B hereto, or at such other address as any such party from time to time provides to the other parties in accordance with this Section 7.

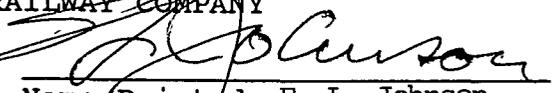
SECTION 8. MISCELLANEOUS. This Sublease shall be governed by the laws of the State of California, without regard to conflict of law principles. This Sublease has been executed in several counterparts. One counterpart has been prominently marked "Agent's Copy". Only the counterpart marked "Agent's Copy" shall be deemed to be chattel paper for purposes of the Uniform Commercial Code. Each of Sublessor and Sublessee waives any right to trial by jury in any action or proceeding with respect to this Sublease or any instrument, document or agreement now or hereafter relating to this Sublease. If any provision hereof shall be prohibited or invalid under applicable law, such provision shall be ineffective to the extent of such prohibition or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Sublease. This Sublease shall be binding upon Sublessor and Sublessee and shall inure to the benefit of Sublessor, Sublessee, Assignee and the successors and assigns of Assignee.

IN WITNESS WHEREOF, the parties hereto have executed this Sublease as of the day and year first above written.

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By: 
Name Printed: E. L. Johnson
Title: Vice President-Finance

ST. LOUIS SOUTHWESTERN
RAILWAY COMPANY

By: 
Name (Printed): E. L. Johnson
Title: Vice President-Finance

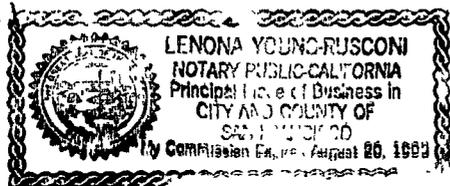
Corporate Form of Acknowledgment
Pursuant to 49 CFR §1177.3

State of California

County of San Francisco ss:

On this 5th day of March, 1990 before me personally appeared E.L. Johnson, to me personally known, who being by me duly sworn, say that (x) he is the Vice President-Finance of Southern Pacific Transportation Company that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (x) he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Lenona Young-Rusconi
Signature of Notary Public

My Commission expires 8/20/93

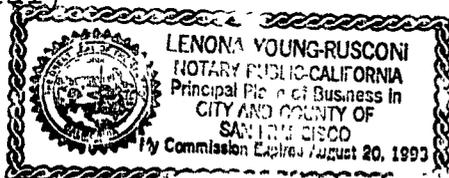
Corporate Form of Acknowledgment
Pursuant to 49 CFR §1177.3

State of California

County of San Francisco ss:

On this 5th day of March, 1990 before me personally appeared E.L. Johnson, to me personally known, who being by me duly sworn, say that (x) he is the Vice President-Finance of St. Louis Southwestern Railway Company that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (x) he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Lenona Young-Rusconi
Signature of Notary Public

My Commission expires 8/20/93

SCHEDULE A

TO SUBLEASE

ST. LOUIS SOUTHWESTERN EQUPPED BOX CARS

MODEL A 433

1973

SSW 066849
SSW 066853
SSW 066854
SSW 066855
SSW 066856
SSW 066857
SSW 066859
SSW 066860
SSW 066862
SSW 066867
SSW 066869
SSW 066888
SSW 066890
SSW 066892
SSW 066894

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1973	A433	SSW 6,000	15	90,000

ST. LOUIS SOUTHWESTERN EQUIPPED BOX CARS

MODEL A 632

1971

SSW 063330
SSW 063337
SSW 063362
SSW 063391
SSW 063392
SSW 063396
SSW 063400
SSW 063405
SSW 063411
SSW 063432
SSW 063445
SSW 063320
SSW 063321
SSW 063325
SSW 063363
SSW 063388
SSW 063414
SSW 063417
SSW 063427
SSW 063435
SSW 063439
SSW 063447
SSW 063453
SSW 063457

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1971	A632	SSW 9,000	24	216,000

ST. LOUIS SOUTHWESTERN
EQUIPPED BOX CARS

MODEL A 800

1964

SSW 065003
SSW 065024

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1964	A800	SSW 5,000	2	10,000

ST. LOUIS SOUTHWESTERN
EQUIPPED BOX CARS

MODEL A 806

1964

SSM 065032
SSM 065033
SSM 065035
SSM 065038
SSM 065039

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1964	A806 SSW	5,000	5	25,000

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ST. LOUIS SOUTHWESTERN UNEQUIPPED BOX CARS

MODEL B 417

1973

1974

SSW 066001	SSW 066093	SSW 066191	SSW 066296	SSW 066473	SSW 066927	SSW 067013	SSW 067077	SSW 067211
SSW 066003	SSW 066094	SSW 066192	SSW 066297	SSW 066476	SSW 066928	SSW 067014	SSW 067078	SSW 067212
SSW 066004	SSW 066095	SSW 066193	SSW 066300	SSW 066477	SSW 066929	SSW 067016	SSW 067079	SSW 067213
SSW 066007	SSW 066097	SSW 066199	SSW 066301	SSW 066478	SSW 066930	SSW 067017	SSW 067081	SSW 067214
SSW 066011	SSW 066100	SSW 066201	SSW 066302	SSW 066482	SSW 066931	SSW 067018	SSW 067083	SSW 067215
SSW 066012	SSW 066101	SSW 066206	SSW 066303	SSW 066483	SSW 066932	SSW 067019	SSW 067084	SSW 067216
SSW 066014	SSW 066103	SSW 066207	SSW 066304	SSW 066485	SSW 066934	SSW 067021	SSW 067097	SSW 067217
SSW 066015	SSW 066107	SSW 066208	SSW 066306	SSW 066486	SSW 066940	SSW 067023	SSW 067106	SSW 067218
SSW 066018	SSW 066108	SSW 066209	SSW 066308	SSW 066487	SSW 066943	SSW 067024	SSW 067107	SSW 067219
SSW 066020	SSW 066110	SSW 066211	SSW 066309	SSW 066489	SSW 066946	SSW 067025	SSW 067109	SSW 067220
SSW 066021	SSW 066111	SSW 066212	SSW 066311	SSW 066490	SSW 066947	SSW 067026	SSW 067110	SSW 067221
SSW 066022	SSW 066113	SSW 066216	SSW 066313	SSW 066493	SSW 066949	SSW 067027	SSW 067113	SSW 067222
SSW 066025	SSW 066116	SSW 066218	SSW 066317	SSW 066494	SSW 066950	SSW 067028	SSW 067114	SSW 067223
SSW 066026	SSW 066122	SSW 066220	SSW 066321	SSW 066497	SSW 066951	SSW 067029	SSW 067115	SSW 067224
SSW 066028	SSW 066124	SSW 066221	SSW 066322	SSW 066498	SSW 066952	SSW 067030	SSW 067117	SSW 067225
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SSW 066038	SSW 066134	SSW 066226	SSW 066327	SSW 066503	SSW 066959	SSW 067035	SSW 067123	SSW 067229
SSW 066039	SSW 066135	SSW 066227	SSW 066328	SSW 066506	SSW 066961	SSW 067037	SSW 067124	SSW 067230
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SSW 066086	SSW 066185	SSW 066282	SSW 066471	SSW 066923	SSW 067009	SSW 067071	SSW 067148	SSW 067257
SSW 066089	SSW 066186	SSW 066284	SSW 066472	SSW 066926	SSW 067012	SSW 067074	SSW 067148	SSW 067258

ATZ(END)

ST. LOUIS SOUTHWESTERN
UNEQUIPPED BOX CARS

MODEL B 417

1974 (CONT'D)

SSN 067298
SSN 067299
SSN 067300
SSN 067301
SSN 067302
SSN 067304
SSN 067305
SSN 067307
SSN 067308
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SSN 067345
SSN 067346
SSN 067347
SSN 067348
SSN 067349

ST. LOUIS SOUTHWESTERN UNEQUIPPED BOX CARS

MODEL B 417

1972

WCTR060527	WCTR060811	SSM 060501	SSM 060529	SSM 060660	SSM 060774	SSM 060883
WCTR060530	WCTR060815	SSM 060502	SSM 060531	SSM 060661	SSM 060778	SSM 060888
WCTR060543	WCTR060823	SSM 060503	SSM 060532	SSM 060663	SSM 060779	SSM 060889
WCTR060544	WCTR060825	SSM 060506	SSM 060538	SSM 060664	SSM 060781	SSM 060890
WCTR060551	WCTR060834	SSM 060509	SSM 060539	SSM 060665	SSM 060782	SSM 060892
WCTR060555	WCTR060835	SSM 060511	SSM 060540	SSM 060667	SSM 060784	SSM 060893
WCTR060556	WCTR060837	SSM 060514	SSM 060541	SSM 060670	SSM 060786	SSM 060895
WCTR060558	WCTR060845	SSM 060515	SSM 060542	SSM 060672	SSM 060790	SSM 060896
WCTR060568	WCTR060846	SSM 060520	SSM 060546	SSM 060673	SSM 060792	SSM 060897
WCTR060578	WCTR060851	SSM 060523	SSM 060547	SSM 060674	SSM 060794	SSM 060900
WCTR060579	WCTR060856	SSM 060524	SSM 060550	SSM 060676	SSM 060795	SSM 060901
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WCTR060644	WCTR060866	SSM 060526	SSM 060557	SSM 060688	SSM 060800	SSM 060904
WCTR060668	WCTR060880	SSM 060528	SSM 060560	SSM 060691	SSM 060801	SSM 060907
WCTR060671	WCTR060886	SSM 060528	SSM 060565	SSM 060692	SSM 060803	SSM 060912
WCTR060678	WCTR060887	SSM 060528	SSM 060567	SSM 060693	SSM 060804	SSM 060919
WCTR060680	WCTR060899	SSM 060528	SSM 060569	SSM 060697	SSM 060808	SSM 060922
WCTR060684	WCTR060906	SSM 060528	SSM 060570	SSM 060699	SSM 060812	SSM 060923
WCTR060687	WCTR060915	SSM 060528	SSM 060572	SSM 060701	SSM 060813	SSM 060924
WCTR060694	WCTR060918	SSM 060528	SSM 060575	SSM 060703	SSM 060814	SSM 060926
WCTR060702	WCTR060929	SSM 060528	SSM 060577	SSM 060707	SSM 060820	SSM 060928
WCTR060705	WCTR060935	SSM 060528	SSM 060584	SSM 060710	SSM 060821	SSM 060930
WCTR060712	WCTR060944	SSM 060528	SSM 060585	SSM 060711	SSM 060822	SSM 060931
WCTR060713	WCTR060945	SSM 060528	SSM 060587	SSM 060715	SSM 060824	SSM 060938
WCTR060714	WCTR060946	SSM 060528	SSM 060588	SSM 060719	SSM 060828	SSM 060939
WCTR060716	WCTR060957	SSM 060528	SSM 060591	SSM 060720	SSM 060830	SSM 060940
WCTR060717	WCTR060960	SSM 060528	SSM 060592	SSM 060722	SSM 060832	SSM 060941
WCTR060721	WCTR060961	SSM 060528	SSM 060606	SSM 060732	SSM 060833	SSM 060942
WCTR060726	WCTR060969	SSM 060528	SSM 060608	SSM 060735	SSM 060836	SSM 060947
WCTR060729	WCTR060973	SSM 060528	SSM 060612	SSM 060736	SSM 060841	SSM 060948
WCTR060731	WCTR060978	SSM 060528	SSM 060617	SSM 060737	SSM 060843	SSM 060949
WCTR060734		SSM 060528	SSM 060618	SSM 060738	SSM 060847	SSM 060950
WCTR060744		SSM 060528	SSM 060620	SSM 060739	SSM 060849	SSM 060951
WCTR060746		SSM 060528	SSM 060623	SSM 060740	SSM 060852	SSM 060952
WCTR060747		SSM 060528	SSM 060627	SSM 060748	SSM 060854	SSM 060954
WCTR060763		SSM 060528	SSM 060628	SSM 060749	SSM 060857	SSM 060956
WCTR060770		SSM 060528	SSM 060629	SSM 060751	SSM 060858	SSM 060959
WCTR060783		SSM 060528	SSM 060636	SSM 060752	SSM 060860	SSM 060962
WCTR060799		SSM 060528	SSM 060638	SSM 060755	SSM 060862	SSM 060963
WCTR060806		SSM 060528	SSM 060643	SSM 060756	SSM 060864	SSM 060964
		SSM 060528	SSM 060650	SSM 060757	SSM 060867	SSM 060965
		SSM 060528	SSM 060651	SSM 060760	SSM 060869	SSM 060966
		SSM 060528	SSM 060652	SSM 060761	SSM 060871	
		SSM 060528	SSM 060653	SSM 060762	SSM 060872	
		SSM 060528	SSM 060655	SSM 060764	SSM 060873	
		SSM 060528	SSM 060656	SSM 060767	SSM 060878	
		SSM 060528	SSM 060657	SSM 060769	SSM 060879	
		SSM 060528	SSM 060658	SSM 060773	SSM 060882	

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YEAR	MODEL	SSW	VALUE @	# UNITS	TOTAL
1974	B417	SSW	11,000	127	1,397,000
1973	B417	SSW	10,000	374	3,740,000
1972	B417	SSW	9,000	271	2,439,000

ST. LOUIS SOUTHWESTERN
UNEQUIPPED BOX CARS

MODEL B 617

1974

SSM 063689
SSM 063691
SSM 063698
SSM 063699
SSM 063701
SSM 063706
SSM 063708
SSM 063718
SSM 063720
SSM 063721
SSM 063723
SSM 063726
SSM 063727
SSM 063728
SSM 063731
SSM 063734
SSM 063738
SSM 063739
SSM 063740
SSM 063743
SSM 063744
SSM 063746
SSM 063755
SSM 063759

YEAR	MODEL	SSW	VALUE @	# UNITS	TOTAL
1974	B617		14,000	24	336,000

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ST. LOUIS SOUTHWESTERN UNEQUIPPED BOX CARS

MODEL B 676

1968

SSW 028200
SSW 028231
SSW 028264
SSW 028283
SSW 028301
SSW 028307
SSW 028308
SSW 028310
SSW 028315
SSW 028318
SSW 028381
SSW 028410
SSW 028465
SSW 028510
SSW 028545
SSW 028551
SSW 028574
SSW 028580
SSW 028629
SSW 028648
SSW 028670

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1968	B676	SSW 7,500	21	157,500

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ST. LOUIS SOUTHWESTERN
COVERED HOPPER CARS

MODEL C 113

1972

SSM 07385Z
SSM 073870
SSM 073884
SSM 073892
SSM 073908
SSM 073917
SSM 073918
SSM 073939
SSM 073946
SSM 073963
SSM 073970
SSM 074003
SSM 074050
SSM 074055
SSM 074092
SSM 074105
SSM 074268
SSM 074306
SSM 074308
SSM 074309
SSM 074338
SSM 074348
SSM 074396
SSM 074443
SSM 074475
SSM 074476

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1972	C113	SSW 12,500	26	325,000

ST. LOUIS SOUTHWESTERN COVERED HOPPER CARS

MODEL C 312

1963

SSW	SSW 079104	SSW	SSW 079245
SSW	SSW 079105	SSW	SSW 079253
SSW	SSW 079107	SSW	SSW 079254
SSW	SSW 079109	SSW	SSW 079257
SSW	SSW 079110	SSW	SSW 079258
SSW	SSW 079111	SSW	SSW 079262
SSW	SSW 079113	SSW	SSW 079270
SSW	SSW 079114	SSW	SSW 079271
SSW	SSW 079116	SSW	SSW 079281
SSW	SSW 079118	SSW	SSW 079282
SSW	SSW 079119	SSW	SSW 079285
SSW	SSW 079120	SSW	SSW 079287
SSW	SSW 079124	SSW	SSW 079288
SSW	SSW 079127	SSW	SSW 079289
SSW	SSW 079132	SSW	SSW 079291
SSW	SSW 079134	SSW	SSW 079292
SSW	SSW 079136	SSW	SSW 079294
SSW	SSW 079138	SSW	SSW 079298
SSW	SSW 079139		
SSW	SSW 079143		
SSW	SSW 079151		
SSW	SSW 079153		
SSW	SSW 079155		
SSW	SSW 079160		
SSW	SSW 079166		
SSW	SSW 079167		
SSW	SSW 079170		
SSW	SSW 079171		
SSW	SSW 079176		
SSW	SSW 079177		
SSW	SSW 079180		
SSW	SSW 079182		
SSW	SSW 079190		
SSW	SSW 079191		
SSW	SSW 079193		
SSW	SSW 079196		
SSW	SSW 079199		
SSW	SSW 079201		
SSW	SSW 079205		
SSW	SSW 079206		
SSW	SSW 079209		
SSW	SSW 079211		
SSW	SSW 079213		
SSW	SSW 079221		
SSW	SSW 079225		
SSW	SSW 079231		
SSW	SSW 079233		
SSW	SSW 079234		
SSW	SSW 079239		

//

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1963	C312	SSW 5,000	67	335,000

ST. LOUIS SOUTHWESTERN COVERED HOPPER CARS

MODEL C 313

1968

SSM 077709
SSM 077710
SSM 077711
SSM 077712
SSM 077713
SSM 077715
SSM 077717
SSM 077718
SSM 077719
SSM 077721
SSM 077722
SSM 077728
SSM 077732
SSM 077733
SSM 077736
SSM 077741
SSM 077742
SSM 077743
SSM 077745
SSM 077746
SSM 077747
SSM 077748
SSM 077749
SSM 077752
SSM 077753
SSM 077755
SSM 077756
SSM 077757
SSM 077759

SSM 077760
SSM 077761
SSM 077762
SSM 077763
SSM 077765
SSM 077766
SSM 077767
SSM 077769
SSM 077770
SSM 077771
SSM 077772
SSM 077775
SSM 077776
SSM 077778
SSM 077779
SSM 077782
SSM 077783
SSM 077784
SSM 077786
SSM 077787
SSM 077788
SSM 077790
SSM 077793
SSM 077796
SSM 077800
SSM 077807

1968 (END)

1969

SSM 077203 SSM 077310 SSM 077390 SSM 077472
SSM 077212 SSM 077311 SSM 077391 SSM 077473
SSM 077220 SSM 077312 SSM 077394 SSM 077474
SSM 077223 SSM 077316 SSM 077396 SSM 077475
SSM 077229 SSM 077317 SSM 077397 SSM 077476
SSM 077231 SSM 077318 SSM 077398 SSM 077477
SSM 077237 SSM 077319 SSM 077401 SSM 077478
SSM 077239 SSM 077321 SSM 077403 SSM 077479
SSM 077240 SSM 077322 SSM 077404 SSM 077481
SSM 077241 SSM 077325 SSM 077407 SSM 077483
SSM 077242 SSM 077328 SSM 077408 SSM 077484
SSM 077257 SSM 077332 SSM 077411 SSM 077487
SSM 077268 SSM 077333 SSM 077412 SSM 077488
SSM 077270 SSM 077334 SSM 077414 SSM 077490
SSM 077284 SSM 077336 SSM 077416 SSM 077491
SSM 077302 SSM 077337 SSM 077417 SSM 077493
SSM 077306 SSM 077338 SSM 077420 SSM 077495
SSM 077307 SSM 077339 SSM 077421 SSM 077496
SSM 077308 SSM 077341 SSM 077422 SSM 077497
SSM 077309 SSM 077342 SSM 077424 SSM 077499
SSM 077343 SSM 077425 SSM 077500
SSM 077344 SSM 077427 SSM 077502
SSM 077345 SSM 077429 SSM 077503
SSM 077348 SSM 077430 SSM 077504
SSM 077352 SSM 077433 SSM 077505
SSM 077353 SSM 077435 SSM 077506
SSM 077354 SSM 077436 SSM 077508
SSM 077358 SSM 077437 SSM 077510
SSM 077364 SSM 077438 SSM 077511
SSM 077360 SSM 077439 SSM 077512
SSM 077362 SSM 077440 SSM 077513
SSM 077363 SSM 077441 SSM 077514
SSM 077364 SSM 077442 SSM 077518
SSM 077368 SSM 077443 SSM 077520
SSM 077369 SSM 077447 SSM 077521
SSM 077371 SSM 077448 SSM 077522
SSM 077373 SSM 077451 SSM 077523
SSM 077375 SSM 077452 SSM 077524
SSM 077376 SSM 077454 SSM 077526
SSM 077377 SSM 077455 SSM 077528
SSM 077378 SSM 077458 SSM 077529
SSM 077382 SSM 077460 SSM 077532
SSM 077383 SSM 077461 SSM 077533
SSM 077384 SSM 077464 SSM 077534
SSM 077385 SSM 077467 SSM 077534
SSM 077386 SSM 077468 SSM 077538
SSM 077387 SSM 077470 SSM 077540
SSM 077388 SSM 077471 SSM 077541

1970

SSM 079618
SSM 079637
SSM 079642
SSM 079648
SSM 079665
SSM 079687
SSM 079689
SSM 079697
SSM 079699
SSM 079913
SSM 079927
SSM 079937
SSM 079945
SSM 079947
SSM 079954
SSM 079959
SSM 079969
SSM 079971
SSM 079972
SSM 079974
SSM 079976
SSM 079983
SSM 079987
SSM 079996
SSM 079997

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SSM 077842
SSM 077843
SSM 077844
SSM 077845
SSM 077847
SSM 077848

1969 (END)

YEAR	MODEL	SSW	VALUE @	# UNITS	TOTAL
1969	C313	SSW	9,000	170	1,530,000
1970	C313	SSW	10,000	25	250,000
1968	C313	SSW	7,500	55	412,500

250 2,192,500

ST. LOUIS SOUTHWESTERN FLAT CARS

MODEL F 103

<i>1964</i>	<i>1968</i>	<i>1969</i>
SSW SSW 085602	SSW 085550	SSW 085400
SSW SSW 085603	SSW 085552	SSW 085402
SSW SSW 085606	SSW 085553	SSW 085403
SSW SSW 085607	SSW 085555	SSW 085404
SSW SSW 085610	SSW 085556	SSW 085406
SSW SSW 085611	SSW 085557	SSW 085407
SSW SSW 085612	SSW 085558	SSW 085408
SSW SSW 085614	SSW 085559	SSW 085409
SSW SSW 085615	SSW 085560	SSW 085410
SSW SSW 085616	SSW 085561	SSW 085411
SSW SSW 085619	SSW 085563	SSW 085412
SSW SSW 085621	SSW 085565	SSW 085413
SSW SSW 085624	SSW 085567	SSW 085414
SSW SSW 085625	SSW 085568	SSW 085415
SSW SSW 085626	SSW 085569	SSW 085416
SSW SSW 085627	SSW 085570	SSW 085417
SSW SSW 085628	SSW 085572	SSW 085418
SSW SSW 085630	SSW 085574	SSW 085419
SSW SSW 085631	SSW 085575	SSW 085420
SSW SSW 085634	SSW 085576	SSW 085423
SSW SSW 085635	SSW 085577	SSW 085426
SSW SSW 085636	SSW 085578	SSW 085427
SSW SSW 085637	SSW 085579	SSW 085428
SSW SSW 085639	SSW 085580	SSW 085429
SSW SSW 085642	SSW 085582	SSW 085430
SSW SSW 085643	SSW 085583	SSW 085431
SSW SSW 085644	SSW 085584	SSW 085435
SSW SSW 085645	SSW 085585	SSW 085436
SSW SSW 085648	SSW 085588	SSW 085437
SSW SSW 085649	SSW 085589	SSW 085440
	SSW 085590	SSW 085441
	SSW 085591	SSW 085443
	SSW 085592	SSW 085444
	SSW 085593	SSW 085445
	SSW 085597	SSW 085446
	SSW 085599	SSW 085448
		SSW 085449

YEAR	MODEL	SSW	VALUE @	# UNITS	TOTAL
1969	F103	SSW	5,000	37	185,000
1964	F103	SSW	4,000	30	120,000
1968	F103	SSW	5,000	36	180,000

				103	485,000

ST. LOUIS SOUTHWESTERN FLAT CARS

MODEL F 202

1969

SSW 085200	SSW 085239	SSW 085302	SSW 085369
SSW 085201	SSW 085240	SSW 085304	SSW 085370
SSW 085202	SSW 085241	SSW 085305	SSW 085371
SSW 085203	SSW 085242	SSW 085306	SSW 085372
SSW 085204	SSW 085243	SSW 085308	SSW 085373
SSW 085205	SSW 085244	SSW 085309	SSW 085374
SSW 085206	SSW 085247	SSW 085311	SSW 085375
SSW 085208	SSW 085248	SSW 085312	SSW 085376
SSW 085210	SSW 085249	SSW 085313	SSW 085377
SSW 085211	SSW 085251	SSW 085314	SSW 085378
SSW 085212	SSW 085252	SSW 085315	SSW 085381
SSW 085213	SSW 085255	SSW 085316	SSW 085382
SSW 085215	SSW 085256	SSW 085317	SSW 085383
SSW 085216	SSW 085257	SSW 085318	SSW 085385
SSW 085217	SSW 085258	SSW 085319	SSW 085386
SSW 085218	SSW 085259	SSW 085320	SSW 085387
SSW 085219	SSW 085260	SSW 085323	SSW 085388
SSW 085220	SSW 085264	SSW 085324	SSW 085389
SSW 085221	SSW 085265	SSW 085325	SSW 085395
SSW 085223	SSW 085266	SSW 085330	SSW 085397
SSW 085224	SSW 085267	SSW 085332	SSW 085399
SSW 085225	SSW 085268	SSW 085333	
SSW 085227	SSW 085270	SSW 085334	
SSW 085231	SSW 085272	SSW 085335	
SSW 085232	SSW 085273	SSW 085336	
SSW 085233	SSW 085274	SSW 085337	
SSW 085234	SSW 085275	SSW 085338	
SSW 085235	SSW 085276	SSW 085341	
SSW 085236	SSW 085277	SSW 085342	
SSW 085237	SSW 085280	SSW 085343	
	SSW 085281	SSW 085344	
	SSW 085282	SSW 085345	
	SSW 085283	SSW 085346	
	SSW 085284	SSW 085347	
	SSW 085285	SSW 085348	
	SSW 085286	SSW 085349	
	SSW 085287	SSW 085350	
	SSW 085288	SSW 085352	
	SSW 085290	SSW 085354	
	SSW 085291	SSW 085357	
	SSW 085292	SSW 085359	
	SSW 085293	SSW 085360	
	SSW 085294	SSW 085361	
	SSW 085295	SSW 085363	
	SSW 085296	SSW 085364	
	SSW 085297	SSW 085365	
	SSW 085299	SSW 085366	
	SSW 085301	SSW 085367	

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1969	F202	SSW 5,000	147	735,000

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ST. LOUIS SOUTHWESTERN REFRIGERATOR CARS

MODEL R 410

1962

SSW SSW 027512
SSW SSW 027535
SSW SSW 027581
SSW SSW 027608
SSW SSW 027612
SSW SSW 057055
SSW SSW 057056
SSW SSW 057061
SSW SSW 057062
SSW SSW 057069
SSW SSW 057073

1964

SSW SSW 027617
SSW SSW 027618
SSW SSW 027625
SSW SSW 027657
SSW SSW 027696
SSW SSW 056603
SSW SSW 056604
SSW SSW 056611
SSW SSW 056618
SSW SSW 056623
SSW SSW 056625
SSW SSW 056628
SSW SSW 056630
SSW SSW 056636
SSW SSW 056649
SSW SSW 056652
SSW SSW 056654
SSW SSW 056658
SSW SSW 056659
SSW SSW 056665

1965

SSW SSW 027799
SSW SSW 027807
SSW SSW 057426

1966

SSW SSW 057713

1969

SSW SSW 021815
SSW SSW 021828
SSW SSW 021841
SSW SSW 021842
SSW SSW 021844
SSW SSW 021853
SSW SSW 058000
SSW SSW 058001

1970

SSW SSW 021856
SSW SSW 021861
SSW SSW 021862
SSW SSW 021870
SSW SSW 021872
SSW SSW 021877
SSW SSW 021895

1971

SSW SSW 023142
SSW SSW 023232

1974

SSW SSW 024247

1965

SSW 057326
SSW 057327
SSW 057336
SSW 057341
SSW 057342
SSW 057383
SSW 057401
SSW 057405
SSW 057413
SSW 057416
SSW 057432
SSW 057433
SSW 057451
SSW 057452
SSW 057454
SSW 057464
SSW 057468
SSW 057469
SSW 057470
SSW 057483
SSW 057484
SSW 057495
SSW 057496
SSW 057498

1969

SSW 027201
SSW 027204
SSW 027207
SSW 027209
SSW 027212
SSW 027217
SSW 027225
SSW 027241
SSW 027248
SSW 027254
SSW 027268
SSW 027278
SSW 027282
SSW 027804
SSW 027806
SSW 027288
SSW 027303
SSW 027342
SSW 027343
SSW 027345
SSW 027347
SSW 027382
SSW 027343
SSW 027377
SSW 027385
SSW 027386
SSW 027388
SSW 027397
SSW 027398
SSW 027424
SSW 027449
SSW 027468
SSW 027472
SSW 027494

1970

SSW 025602 SSW 025782
SSW 025603 SSW 025785
SSW 025607 SSW 025786
SSW 025610 SSW 025787
SSW 025611 SSW 025788
SSW 025614 SSW 025789
SSW 025615 SSW 025790
SSW 025630 SSW 025791
SSW 025634 SSW 025792
SSW 025641 SSW 025799
SSW 025645 SSW 025803
SSW 025646 SSW 025805
SSW 025650 SSW 025808
SSW 025652 SSW 025817
SSW 025653 SSW 025819
SSW 025673 SSW 025821
SSW 025675 SSW 025827
SSW 025684 SSW 025830
SSW 025686 SSW 025841
SSW 025687 SSW 025843
SSW 025692 SSW 025845
SSW 025693 SSW 025847
SSW 025694 SSW 025850
SSW 025695 SSW 025851
SSW 025702 SSW 025854
SSW 025704 SSW 025856
SSW 025707 SSW 025864
SSW 025710 SSW 025866
SSW 025718 SSW 025870
SSW 025721 SSW 025871
SSW 025722 SSW 025875
SSW 025724 SSW 025877
SSW 025734
SSW 025735
SSW 025743
SSW 025744
SSW 025745
SSW 025748
SSW 025753
SSW 025754
SSW 025755
SSW 025760
SSW 025762
SSW 025763
SSW 025767
SSW 025771
SSW 025776
SSW 025778

1970(END)

ST. LOUIS SOUTHWESTERN REFRIGERATOR CARS

MODEL R 410

1971

SSW 023000
SSW 023001
SSW 023005
SSW 023008
SSW 023010
SSW 023012
SSW 023016
SSW 023018
SSW 023024
SSW 023025
SSW 023029
SSW 023031
SSW 023033
SSW 023034
SSW 023040
SSW 023041
SSW 023043
SSW 023044
SSW 023046
SSW 023048
SSW 023049
SSW 023050
SSW 023055
SSW 023056
SSW 023060
SSW 023066
SSW 023068
SSW 023074

SSW 023078
SSW 023079
SSW 023081
SSW 023085
SSW 023089
SSW 023092
SSW 023094
SSW 023096
SSW 023102
SSW 023111
SSW 023112
SSW 023113

1972

SSW 023252 SSW 023314
SSW 023254 SSW 023315
SSW 023256 SSW 023316
SSW 023257 SSW 023317
SSW 023258 SSW 023318
SSW 023261 SSW 023320
SSW 023262 SSW 023323
SSW 023263 SSW 023327
SSW 023265 SSW 023330
SSW 023266 SSW 023331
SSW 023267 SSW 023333
SSW 023269 SSW 023336
SSW 023270 SSW 023338
SSW 023271 SSW 023340
SSW 023272 SSW 023343
SSW 023274 SSW 023344
SSW 023275 SSW 023348
SSW 023277 SSW 023346
SSW 023278 SSW 023349
SSW 023281 SSW 023351
SSW 023283 SSW 023353
SSW 023284 SSW 023356
SSW 023288 SSW 023357
SSW 023289 SSW 023358
SSW 023290 SSW 023359
SSW 023291 SSW 023360
SSW 023292 SSW 023361
SSW 023294 SSW 023363
SSW 023297 SSW 023364
SSW 023298 SSW 023365
SSW 023300 SSW 023367
SSW 023301 SSW 023368
SSW 023303 SSW 023369
SSW 023304 SSW 023370
SSW 023307 SSW 023374
SSW 023308 SSW 023378
SSW 023309 SSW 023379
SSW 023311 SSW 023380
SSW 023312 SSW 023381
SSW 023318 SSW 023383

1974

SSW 023489 SSW 023525 SSW 024215
SSW 023497 SSW 023527 SSW 024216
SSW 023498 SSW 023529 SSW 024217
SSW 023499 SSW 023530 SSW 024218
SSW 023501 SSW 023537
SSW 023502 SSW 023538 SSW 024219
SSW 023503 SSW 023539 SSW 024220
SSW 023504 SSW 023540 SSW 024221
SSW 023505 SSW 023541 SSW 024222
SSW 023507 SSW 023542 SSW 024225
SSW 023508 SSW 023543 SSW 024227
SSW 023509 SSW 023546 SSW 024229
SSW 023513 SSW 023548 SSW 024230
SSW 023514 SSW 023550 SSW 024233
SSW 023515 SSW 023562 SSW 024235
SSW 023516 SSW 023564 SSW 024236
SSW 023518 SSW 023578 SSW 024238
SSW 023521 SSW 023584 SSW 024239
SSW 023522 SSW 024183 SSW 024240
SSW 023523 SSW 024185 SSW 024241
SSW 024186 SSW 024242
SSW 024187 SSW 024244
SSW 024188 SSW 024245
SSW 024189
SSW 024190
SSW 024191
SSW 024192
SSW 024193
SSW 024194
SSW 024195
SSW 024196
SSW 024198
SSW 024199
SSW 024200
SSW 024202
SSW 024203
SSW 024204
SSW 024206
SSW 024207
SSW 024208
SSW 024209
SSW 024210
SSW 024212
SSW 024213

1972 (END)

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1969	R410 SSW	5,500	42	231,000
1966	R410 SSW	4,000	1	4,000
1970	R410 SSW	6,000	87	522,000
1962	R410 SSW	3,000	11	33,000
1974	R410 SSW	7,500	87	652,500
1973	R410 SSW	7,000	0	0
1971	R410 SSW	6,000	42	252,000
1964	R410 SSW	4,000	20	80,000
1972	R410 SSW	6,000	80	480,000
1965	R410 SSW	4,000	28	112,000

ST. LOUIS SOUTHWESTERN REFRIGERATOR CARS

MODEL R 610

1968

1971

SSW SSW 028207	SSW SSW 028459	SSW SSW 028679	SSW LNM 028387	SSW 028700
SSW SSW 028211	SSW SSW 028470	SSW SSW 028684	SSW LNM 028409	SSW 028703
SSW SSW 028214	SSW SSW 028476	SSW SSW 028689	SSW LNM 028418	SSW 028704
SSW SSW 028221	SSW SSW 028479	SSW SSW 028693	SSW LNM 028539	SSW 028705
SSW SSW 028224	SSW SSW 028483	SSW SSW 028694	SSW LNM 028650	SSW 028706
SSW SSW 028239	SSW SSW 028485	<i>1968 (END)</i>		SSW 028708
SSW SSW 028242	SSW SSW 028496			SSW 028709
SSW SSW 028250	SSW SSW 028500			SSW 028710
SSW SSW 028254	SSW SSW 028502			SSW 028711
SSW SSW 028256	SSW SSW 028503			SSW 028713
SSW SSW 028263	SSW SSW 028508			SSW 028714
SSW SSW 028266	SSW SSW 028518			SSW 028716
SSW SSW 028273	SSW SSW 028519			SSW 028718
SSW SSW 028282	SSW SSW 028524			SSW 028721
SSW SSW 028289	SSW SSW 028525			SSW 028723
SSW SSW 028291	SSW SSW 028528			SSW 028724
SSW SSW 028313	SSW SSW 028533			SSW 028726
SSW SSW 028314	SSW SSW 028534			SSW 028727
SSW SSW 028319	SSW SSW 028538			SSW 028728
SSW SSW 028328	SSW SSW 028547			SSW 028731
SSW SSW 028331	SSW SSW 028550			SSW 028732
SSW SSW 028343	SSW SSW 028554			SSW 028734
SSW SSW 028363	SSW SSW 028567			SSW 028738
SSW SSW 028371	SSW SSW 028572			SSW 028739
SSW SSW 028374	SSW SSW 028578			SSW 028743
SSW SSW 028377	SSW SSW 028585			
SSW SSW 028378	SSW SSW 028587			
SSW SSW 028388	SSW SSW 028589			
SSW SSW 028392	SSW SSW 028591			
SSW SSW 028395	SSW SSW 028598			
SSW SSW 028397	SSW SSW 028602			
SSW SSW 028408	SSW SSW 028604			
SSW SSW 028412	SSW SSW 028607			
SSW SSW 028423	SSW SSW 028610			
SSW SSW 028426	SSW SSW 028611			
SSW SSW 028428	SSW SSW 028617			
SSW SSW 028430	SSW SSW 028618			
SSW SSW 028435	SSW SSW 028620			
SSW SSW 028441	SSW SSW 028623			
SSW SSW 028446	SSW SSW 028625			
	SSW SSW 028626			
	SSW SSW 028627			
	SSW SSW 028638			
	SSW SSW 028634			
	SSW SSW 028661			
	SSW SSW 028666			
	SSW SSW 028673			
	SSW SSW 028677			

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1968	R610	SSW 5,000	93	465,000
1971	R610	SSW 7,500	25	187,500

			118	652,500

ST. LOUIS SOUTHWESTERN VEHICULAR FLAT CARS

1971

MODEL V 421

SSM 080800		SSM 080874
SSM 080802	1973	SSM 080875
SSM 080803	SSM 080849	SSM 080876
SSM 080804	SSM 080850	SSM 080877
SSM 080805	SSM 080851	SSM 080878
SSM 080806	SSM 080852	SSM 080879
SSM 080808	SSM 080853	SSM 080880
SSM 080809	SSM 080854	SSM 080881
SSM 080810	SSM 080855	SSM 080882
SSM 080811	SSM 080856	SSM 080883
SSM 080812	SSM 080858	SSM 080884
SSM 080813	SSM 080860	SSM 080885
SSM 080815	SSM 080862	SSM 080887
SSM 080816	SSM 080863	SSM 080889
SSM 080817	SSM 080864	SSM 080891
SSM 080819	SSM 080865	SSM 080892
SSM 080820	SSM 080866	SSM 080893
SSM 080821	SSM 080867	SSM 080894
SSM 080823	SSM 080868	SSM 080895
SSM 080827	SSM 080869	SSM 080896
SSM 080828	SSM 080870	SSM 080898
SSM 080829	SSM 080871	SSM 080899
SSM 080830	SSM 080872	SSM 080900
SSM 080831	SSM 080873	SSM 080901
SSM 080832		SSM 080902
SSM 080833		SSM 080903
SSM 080834		SSM 080905
SSM 080835		SSM 080906
SSM 080836		SSM 080907
SSM 080837		SSM 080909
SSM 080838		SSM 080911
SSM 080839		SSM 080912
SSM 080840		SSM 080913
SSM 080841		SSM 080914
SSM 080842		SSM 080915
SSM 080844		
SSM 080845		
SSM 080846		
SSM 080847		
SSM 080848		

1973(END)

YEAR	MODEL	VALUE @	# UNITS	TOTAL
1973	V421	SSW 16,000	57	912,000
1971	V421	SSW 14,000	40	560,000

			97	1,472,000

ST. LOUIS SOUTHWESTERN LOCOMOTIVES

MODEL GP 40

SSW	7960
SSW	7961
SSW	7962
SSW	7963
SSW	7964
SSW	7965
SSW	7966
SSW	7967

TOTAL GP40 UNITS 8 @ 180,000 TOTAL: \$1,440,000

ON THE DELIVERY DATE, NO "SWITCHER LOCOMOTIVES" WERE
SOLD TO AGENT.

EXHIBIT E TO LEASE INTENDED
FOR SECURITY DATED AS OF MARCH 5, 1990
AMONG SOUTHERN PACIFIC TRANSPORTATION COMPANY,
AS LESSEE,
FIRST INTERSTATE BANK OF CALIFORNIA,
AS AGENT
THE INSTITUTIONS LISTED ON SCHEDULE I
AS LESSORS

FORM OF CONSENT

[Name and address of each Safe Harbor Lessor]

Gentlemen/Ladies:

This letter is to confirm that the undersigned agrees to take its rights as Lessor under that certain Lease Intended for Security dated as of March 5, 1990, among Southern Pacific Transportation Company, as Lessee, First Interstate Bank of California, as Agent, and the persons listed on Schedule I thereto as Lessors thereunder, subject to the [Safe Harbor Lease description].

Very truly yours,

[Lessor]

By: _____
Title: _____